## UNITED STATES DISTRICT COURT DISTRICT OF MASSACHUSETTS

MILLER INVESTMENT TRUST and JUF LIMITED,	) (RA )	
P.	laintiff,	
v.	/	CIVIL ACTION NO. 1:11-cv-12126
MORGAN STANLEY & CO. LLC and KPMG, a Hong Kong Partnership,		
D	Defendants. )	

## DECLARATION OF JEFF GOLDMAN IN SUPPORT OF DEFENDANT KPMG-HK'S MOTION TO DISMISS THE THIRD AMENDED COMPLAINT

I, Jeff Goldman, declare as follows:

- 1. I am an attorney in the firm Morgan, Lewis & Bockius LLP and counsel to defendant KPMG, a Hong Kong partnership ("KPMG-HK") in this action.
- 2. I have attached as exhibits to this declaration what I understand to be true and correct copies of the following documents referenced in KPMG-HK's memorandum of law in support of its motion to dismiss the Third Amended Complaint ("TAC"):
  - A. Printout of index to ShengdaTech SEC filings
  - B. 2009 ShengdaTech Form 10-K
  - C. 2008 ShengdaTech Form 10-K
  - D. Declaration of Sheldon Saidman
  - E. 2009 ShengdaTech CEO and CFO Certifications
  - F. 2008 ShengdaTech CEO and CFO Certifications
  - G. ShengdaTech 8-K dated May 5, 2011

	H.	Miller summary prospectus
	I.	Miller quarterly report
	J.	Letter referenced in TAC
	K.	2014 Form 10-K for ShengdaTech liquidating trust
	L.	Comparison of 2007, 2008 10-Ks on related party issue
	M.	ShengdaTech 8-K dated April 29, 2011.
	N.	Roskill Report
	O.	Mineral Technologies 10-K
	P.	ShengdaTech 8-K dated Mar. 15, 2011
	Q.	Presentation referenced in TAC
	R.	List of open-ended mutual funds with \$100 million in assets
	S.	SEC Release no. 33-9415
3.	I decl	lare under penalty of perjury that the foregoing is true and correct.
Dated May 1	3, 2015	/s/ Jeff Goldman